

JON L.R. DALBERG (STATE BAR NO. 128259)  
LANDAU & BERGER LLP  
1801 Century Park East, Suite 1460  
Los Angeles, California 90067  
Telephone: (310) 557-0050  
Facsimile: (310) 557-0056

-and-

AUGUSTUS C. EPPS, JR., (VSB No. 13254)  
MICHAEL D. MUELLER (VSB No. 38216)  
JENNIFER MCLAIN MCLEMORE (VSB No. 47164)  
CHRISTIAN & BARTON LLP  
909 East Main Street, Suite 1200  
Richmond, Virginia 23219  
Telephone: (804) 697-4129  
Facsimile: (804) 697-6129

Counsel for Claimant (Claim Nos. 1009, 9681)  
WARNER HOME VIDEO

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
(Richmond Division)**

In re  
  
CIRCUIT CITY STORES, INC., *et al*,  
  
Debtors.

Case No.: 08-35653-KRH  
(Jointly Administered)  
  
Chapter 11

**JOINDER OF WARNER HOME VIDEO, A DIVISION OF WARNER  
BROS. HOME ENTERTAINMENT INC., TO OBJECTIONS  
TO FIRST AMENDED JOINT PLAN OF LIQUIDATION OF  
CIRCUIT CITY STORES, INC. AND ITS AFFILIATED DEBTORS AND  
DEBTORS IN POSSESSION AND ITS OFFICIAL COMMITTEE OF  
CREDITORS HOLDING GENERAL UNSECURED CLAIMS**

Warner Home Video, a division of Warner Bros. Home Entertainment Inc. (“Warner”), through its counsel of record herein, does hereby file this Joinder in the *Objection of Paramount Home Entertainment Inc. to First Amended Joint Plan of Liquidation of Circuit City Stores, Inc. and its Affiliated Debtors and Debtors in Possession and its Official Committee of Creditors Holding General Unsecured Claims* [Docket No. 5667] (the “Paramount Objection”); the *Objection of LG Electronics USA, Inc. to Confirmation of Chapter 11 Plan of Liquidation* [Docket No. 5652] (“LG Objection”) and the *Limited Objection of THQ, Inc. to First Amended Joint Plan of Liquidation* [Docket No. 5677] (“THQ Objection”) to the *First Amended Joint Plan of Liquidation of Circuit City Stores, Inc. and its Affiliated Debtors and Debtors in Possession and its Official Committee of Creditors Holding General Unsecured Claims* [Docket No. 5124] (“Plan”) filed in Chapter 11 case (“Case”) of the captioned debtors (collectively “Circuit City”), and represents as follows:

1. As evidenced by Warner’s proof of claim filed herein, Warner holds a pre-petition claim in this Case in the aggregate amount of \$ 21,334,087.21 (“Warner’s Pre-Petition Claim”).

2. A portion of Warner’s Pre-Petition Claim is entitled to administrative priority treatment pursuant to 11 U.S.C. § 503(b)(9) (“Warner’s 503(b)(9) Claim”). Warner’s 503(b)(9) Claim is evidenced by its Section 503(b)(9) Claim Request Form filed herein in accordance with this Court’s Order setting the procedures for filing such 503(b)(9) claims [Docket No.107].

3. By letter dated November 26, 2008, Warner made timely written demand under 11 U.S.C. § 546(c) for reclamation of all Warner product sold and delivered to Circuit City during the forty-five (45) days prior to the commencement of this Case (the “Warner Reclamation Demand”). The invoiced amount of such product aggregated \$6,740,596.47.

4. Warner joins in the Paramount Objection and the LG Objection as the holder of the Warner 503(b)(9) Claims, and believes that the Plan cannot be confirmed in its present form for the reasons set forth therein.

5. Warner joins in the THQ Objection with respect to the Warner Reclamation Demand, and believes that, for the reasons set forth therein as well, the Plan can not be confirmed in its present form.

Respectfully Submitted,

November 16, 2009

/s/ Jennifer M. McLemore

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**CERTIFICATE OF SERVICE**

I hereby certify that on the 16th day of November, 2009, I caused a copy of the foregoing to be served by electronic means through the ECF system.

/s/ Jennifer M. McLemore  
Jennifer M. McLemore